FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB	APPR	OVAL
OMB Num		3235-0076
Expires:	April	30,2008 ge burden
Estimated	averaç	ge burden
		se 16.00

SEC	USE O	VLY
Prefix		Serial
DA	TE RECEIV	ED
	' .	

Name of Offering (check if this is	an amendment and name has changed, and indicate change.)	
Cytogel Surviving Entity, LLC	an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505	D ULOE /
	Amendment	
	A. BASIC IDENTIFICATION DATA	No.
1. Enter the information requested abo	ut the issuer	
Name of Issuer (check if this is an	amendment and name has changed, and indicate change.)	2000
Cytogel Surviving Entity, LLC	5,	
Address of Executive Offices	(Number and Street, City. State, Zip Code)	Telephone Númber (Including Area Code)
65 Locust Avenue	New Canaan, CT 06840	(203) 966-9867
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices) (Same)		PROCESSED
Brief Description of Business		LUCE22FD
Development of pharmaceutical pro	ducts	✓ OCT 2 F 2222
		S OCT 2 5 2006
Type of Business Organization		THOMSON
corporation		lease specify): FINANCIAL
business trust	limited partnership, to be formed	Liability Company
Actual or Estimated Date of Incorporation	Month Year	
Jurisdiction of Incorporation or Organizat	or Organization: 0 7 0 0 Actual Estir ion: (Enter two-letter U.S. Postal Service abbreviation for State	nated
,	CN for Canada; FN for other foreign jurisdiction)	60
GENERAL INSTRUCTIONS		
Federal: Who Must File: All issuers making an offer 77d(6).	ring of securities in reliance on an exemption under Regulation D o	r Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no land Exchange Commission (SEC) on the e	ater than 15 days after the first sale of securities in the offering. arlier of the date it is received by the SEC at the address given be by United States registered or certified mail to that address.	A notice is deemed filed with the U.S. Securities low or, if received at that address after the date on
	inge Commission, 450 Fifth Street, N.W., Washington, D.C. 205	
photocopies of the manually signed copy of		¬ .
Information Required: A new filing must thereto, the information requested in Part C not be filed with the SEC.	contain all information requested. Amendments need only repor , and any material changes from the information previously suppli	t the name of the issuer and offering, any changes ed in Parts A and B. Part E and the Appendix need
Filing Fee: There is no federal filing fee.	<i>.</i>	
are to be, or have been made. If a state re	ace on the Uniform Limited Offering Exemption (ULOE) for sa ssuers relying on ULOE must file a separate notice with the So equires the payment of a fee as a precondition to the claim for e filed in the appropriate states in accordance with state law.	curities Administrator in each state where sales the exemption, a fee in the proper amount shall
	ATTENTION ———	
Failure to file notice in the appropriate for the same and the same are same as the same are	oriate states will not result in a loss of the federal exe	emption. Conversely, failure to file the

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the

W.

filing of a federal notice.

	A. BASIC IDENTIF	ICATION DATA		
2. Enter the information requested for the following	;;			
 Each promoter of the issuer, if the issuer has 	s been organized within t	he past five years;		
Each beneficial owner having the power to ver	ote or dispose, or direct the	vote or disposition of	, 10% or more of a	class of equity securities of the issuer
 Each executive officer and director of corpo 	rate issuers and of corpor	rate general and mana	ging partners of pa	artnership issuers; and
Each general and managing partner of partner	ership issuers.	5		-
	- C:10 (=3)	•	(7) D:	[7] C 1
	Beneficial Owner 💟	Executive Officer	Director	General and/or Managing Partner Manager
Full Name (Last name first, if individual) C. Dean Maglaris		-		
Business or Residence Address (Number and Street, 65 Locust Avenue, New Canaan, CT 06840	City, State, Zip Code)		-	
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner Manager
Full Name (Last name first, if individual) Joseph J. Rucci, Jr.				
Business or Residence Address (Number and Street, 30 Old King's Highway South, Darien, CT 06				
···	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner Manager
Full Name (Last name first, if individual) Cassandra Klimp				
Business or Residence Address (Number and Street,	City, State, Zip Code)			
65 Locust Avenue, New Canaan, CT 06840				
Check Box(es) that Apply: Promoter .	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)	· ·· = - · · ·			
Joseph Carozza, M.D.				
Business or Residence Address (Number and Street, 65 Locust Avenue, New Canaan, CT 06840	City, State, Zip Code)			
	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				-
Business or Residence Address (Number and Street,	City, State, Zip Code)			
Check Box(es) that Apply: Promoter 1	Beneficial Owner	Executive Officer	Director .	General and/or Managing Partner
Full Name (Last name first, if individual)	· · ·			
Business or Residence Address (Number and Street,	City, State, Zip Code)			
Check Box(es) that Apply: Promoter I	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			'	
Business or Residence Address (Number and Street,	City, State, Zip Code)	-		
(Use blank shee	t, or copy and use addition	onal copies of this she	et, as necessary)	

				B.	INFORMA	TION ABO	UT OFFER	RING				
I. Has t	ha iccuar co	ld or done	tha isawa	:d +				1		· .	Yes	No
, rias i	iie isanei sõ	ld, or does			in Appendi	•			_		🔲	X
2, What	is the mini	mum invest					-	-			\$	
-,			mont that	be acc	cpted non	any marv	iduair	- 		***************************************	J Yes	No
3. Does	the offering	g permit joir	nt ownersh	nip of a sin	gle unit?				***************************************	,,,,,,,		
lf a pe or star a brok	vission or sir erson to be li tes, list the r cer or deale	ation reques nilar remun isted is an as name of the l r, you may	eration for sociated p broker or o set forth th	solicitatio erson or aş lealer. If n	n of purcha gent of a bro tore than fi	sers in con iker or deal ve (5) perse	nection wit ler register ons to be lis	h sales of se ed with the sted are ass	ecurities in SEC and/o	the offering	g. te	
Full Name None	(Last name	first, if ind	lividual)						•			
	r Residence	Address (1	Number an	d Street (Tity State	Zin Code)			· .			
		771441035 (1		id Direct, (ony, otate,	Zip Code)				•		
Name of A	ssociated B	roker or De	aler			•		1				
States in W	Vhich Perso	n Listed Ha	s Solicited	l or Intend	s to Solicit	Purchaser	s					
		s" or check						******	***************************************		. 🗆 A	II States
AL	[AK]	AZ	AR	CA	CO	cr	[DE]	[DC]	FL	[GA]	-	कि
IL MT RI	IN NE SC	IA NV SD	KS NH TN	KY NJ TX	LA NM UT	ME NY VT	MD NC VA	MA ND WA	MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Full Name	(Last name	first, if ind	ividual)					· · · ·		_		
Business of	r Residence	Address (1	Number ar	d Street, (City, State,	Zip Code)	·					
None of A		- I	·				-					
Name of A	ssociated Bi	roker or De	aler									
States in W	hich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers	;			·	•	
(Check	"All States	s" or check	individual	States)	•••••						☐ Ai	States
AL IL MT	AK IN NE	AZ IA NV	AR KS NH	CA KY NJ	CO LA NM	ME ME	DE MD	DC MA	FL MI	GA MN	MS MS	ID MO
RI	SC	SD	TN	TX	UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
Full Name	Last name:	first, if indi	vidual)								·	
	·		·					-	<u> </u>			
Business of	r Residence	Address (N	lumber an	d Street, C	ity, State, I	Zip Code)						
Name of As	sociated Br	oker or Dea	ler	<u>-</u>								
States in Wi	nich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers	-					
		" or check i							*************		☐ All	States
AL IL MT	AK IN NE	AZ IA NV	AR KS NH	CA KY NJ	CO LA	ME ME	DE MD	DC MA	FL MI	GA MN	MS OR	ID MO
RI	SC	SD	TN	TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK]	OR WY	PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sum \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	ς	•
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt		
	Equity	\$	\$
	Common Preferred		2,705,000.00
	Convertible Securities (including warrants) Convertible Preferred Units (maximum)	\$_4,000,000.00	\$
	Partnership Interests		
	Other (Specify)	\$	\$
	Total	\$ 4,000,000.00	\$ 2,705,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		•
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	:	
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$ 2,705,000.00
	Non-accredited Investors		\$_0.00
••	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ <u>0.00</u>
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$_125,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)		\$
	Total		\$_125,000.00

	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
	and total expenses furnished in response to Part C -	ering price given in response to Part C — Question — Question 4.a. This difference is the "adjusted grounds."	SS	\$3,875,000.00
5.		any purpose is not known, furnish an estimate an of the payments listed must equal the adjusted gros	d	
			Payments to	
	•		Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		. 3 \$ 450,000.00	∑ \$ 600,000.00
	Purchase of real estate			
	Purchase, rental or leasing and installation of ma	achinery	.□\$	□\$.
	Construction or leasing of plant buildings and fa			
	Acquisition of other businesses (including the va offering that may be used in exchange for the as- issuer pursuant to a merger)	alue of securities involved in this sets or securities of another	_	_
	Repayment of indebtedness			
	Working capital			
	Other (specify):			
		<u> </u>		
			\$	<u> </u>
	Column Totals		\$ <u>450,000.00</u>	✓ \$ <u>3,425,000.0</u>
	Total Payments Listed (column totals added)		□ \$ <u>3,</u> 8	375,000.00
		D. FEDERAL SIGNATURE		
sign	issuer has duly caused this notice to be signed by th ature constitutes an undertaking by the issuer to fu nformation furnished by the issuer to any non-ac	rnish to the U.S. Securities and Exchange Commi	ssion, upon writter	
ssu	er (Print or Type)	Signature	Date OCTOBOR 10	
Су	ogel Surviving Entity, LLC	Signature .	OCTO DE R	006
Van	e of Signer (Print or Type)	Title of Signer (Print or Type)		
. D	ean Maglaris	Chief Executive Officer		

- ATTENTION —

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	``	
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No 🔀

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Cytogel Surviving Entity, LLC	Signatural Conformation	Date CETOBER 2006
Name (Print or Type)	Title (Print or Type)	
C. Dean Maglaris	Chief Executive Officer	·

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AI	PPENDIX		· · · · · · · · · · · · · · · · · · ·	·	
1	Intend to non-a investor	Intend to sell and agg to non-accredited offering investors in State offered in	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
ÇO				-					
СТ		٠,		6	\$2,655,000.	0	\$0.00		×
DE				,					
DC			_						
FL									
GA						· · · · · · · · · · · · · · · · · · ·			
HI									
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KY									
LA									
ME									
MD									
МА									
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MS		***************************************							

H.				ARI	ENDLX				
1	Intendation to non-a	2 I to sell accredited s in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pi	4 f investor and urchased in State t C-Item 2)		under State (if yes, explanation waiver	lification ate ULOE
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО									
MT					,				
NE									
NV									
NH									
NJ									
NM									
NY		>		1	\$50,000.00	0	\$0.00		×
NC					-				
ND									
ОН						· 			
ОК									
OR									
PA									
RI		,			-				
sc									
SD									
TN									
TX					•				
UT						· v			
VT									
VA									
WA							[
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	B-Item 1)	(Part C-Item 1)		(Part	rchased in State C-Item 2)		1	granted) -Item I)
State Yes	No	(42/01/11/17	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY						•		